

Map
971.9
V645

The Companies' Act, 1897.

COMPANY LIMITED BY SHARES.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

—OF—

THE VICTORIA WHARF AND WAREHOUSE COMPANY

LIMITED.

Dated the day of 1898.

DRAKE, JACKSON & HELMCKEN,

Victoria, B. C.,

Solicitors.

new
971.9
V645

The

AND

in

700P
971.9
V645

The Companies Act, 1897.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

—OF—

The Victoria Wharf and Warehouse Company, LIMITED.

1. The name of the Company is "THE VICTORIA WHARF AND WAREHOUSE COMPANY, LIMITED."
2. The Registered Office of the Company will be situate in the City of Victoria, in the Province of British Columbia.
3. The objects for which the Company is established are:
 - (a) To take over, purchase, or otherwise legally acquire the wharf and warehouse business with the goodwill thereof, heretofore carried on at, and known as the Outer Wharf, Victoria Harbour, British Columbia, and to take over, purchase, or otherwise acquire the property and water frontage in the said City of Victoria, known as and being Block XXX of Green's survey of the said city, together with the wharves, warehouses, buildings, rights, franchises and privileges and appurtenances thereunto belonging, and to continue and operate the same as a general wharf, lighterage warehouse and storage business.

- (b) To purchase, acquire and own other properties, real and personal, including steamboats, sailing vessels and barges of all kinds, and to hire, lease and operate them.
 - (c) To purchase, hold and transfer stocks, bonds or shares in other Corporations.
 - (d) To increase the capital of the Company by the issue of new shares of such amount as may by the Company be thought expedient, or to consolidate and divide capital into shares of larger amounts than the amount hereby fixed, or to convert the paid up shares into stock, or to reduce the capital to such an extent as in such manner may be determined, and to issue share warrants, bonds and debentures when deemed expedient.
 - (e) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.
- 4. The liability of the members is limited.
 - 5. The capital stock of the Company is \$500,000.00, divided into five thousand shares of \$100.00 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Names, Addresses and Description of Subscribers.	Number of Shares taken by each Subscriber.
1. _____ of the City of Victoria, B. C.	
2. _____ of the City of Victoria, B. C.	
3. _____ of the City of Victoria, B. C.	
4. _____ of the City of Victoria, B. C.	
5. _____ of the City of Victoria, B. C.	

Dated the _____ day of _____ 1898.

Witness to the above signatures

No.

Street, Victoria, B. C.

The Companies Act, 1897.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

—OF—

The Victoria Wharf and Warehouse Company, LIMITED.

ARTICLE I.

1st. The Regulations contained in Table A in the first Schedule of the Companies Act, 1897, shall not apply to this Company.

ARTICLE II.

OFFICES.

1st. The Registered Office of the Company shall be in the City of Victoria.

2nd. There may be such local offices or agencies in any part of the world as the Directors may from time to time appoint.

ARTICLE III.

DIRECTORS.

1st. The business of the Company shall be managed by a Board of five Directors who shall be shareholders, holding one or more shares in their own names on the books of the Company, and three shall constitute a quorum for the transaction of business.

2nd. Until Directors are elected as hereinafter provided subscribers to the Memorandum of Association shall be deemed to be Directors.

3rd. The future remuneration of the Directors, and their remuneration for services performed previous to the first General Meeting, shall be determined by the Company in General Meeting.

ARTICLE IV.

ELECTION OF DIRECTORS.

The Directors shall be elected by ballot at the first General Meeting of the shareholders, to serve for one year, and until their successors are elected. Their term of office shall begin immediately after election.

ARTICLE V.

VACANCIES.

Vacancies in the Board of Directors shall be filled by the other Directors in office, and such person shall hold office until the first meeting of the shareholders thereafter.

ARTICLE VI.

POWER OF DIRECTORS.

The Directors shall have power:

1st. To call special meetings of the shareholders when they deem it necessary, and they shall call a special meeting at any time upon the written request of shareholders holding one-third of all the capital stock issued.

2nd. To appoint and remove at pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their compensation, and require from them security for faithful service.

3rd. To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with these articles, for the guidance of

the officers and management of the affairs of the corporation, and to issue Share Warrants under Section 65 of the Act, or any amendment thereto, if deemed expedient.

4th. To incur such indebtedness as they may deem necessary, not exceeding the amount of the capital stock of the corporation.

5th. To raise money by the issue of shares, debentures, debenture stock, bonds or securities, and to give security upon all or any of the Company's property (both present and future) including its uncalled capital.

6th. To lease or otherwise deal with all or any part of the property of the Company.

ARTICLE VII.

DUTIES OF DIRECTORS.

It shall be the duty of the Directors:

1st. To cause to be kept a complete record of all their minutes and acts, and of the proceedings of the shareholders, and present a full statement at the regular annual meeting of the shareholders, showing the assets and liabilities of the corporation, and generally the condition of its affairs.

A similar statement shall be presented at any other meeting of the shareholders, when thereto required by persons holding at least one-half of the capital stock of the corporation.

2nd. To declare dividends out of the surplus profits, when such profits shall, in the opinion of the Directors, warrant the same.

3rd. To supervise all officers, agents and employees, and to see that their duties are properly performed. To cause to be issued to the shareholders in proportion to their several interests, certificates of shares not to exceed in the aggregate five thousand shares, and to make calls on any shares issued but not paid up.

ARTICLE VIII.

The officers shall be:

A President; Vice-President; Secretary and Treasurer, which officers shall be elected by, and hold office at the pleasure of the Board of Directors. The compensation and tenure of office of all the officers of the corporation (other than Directors) shall be fixed and determined by the Board of Directors.

ARTICLE IX.

PRESIDENT.

The Board of Directors shall, at their first regular meeting, elect one of their number to act as President, and if at any time the President shall be unable to act, the Vice-President shall perform the duties, and if he is unable to act, they (the Directors) shall appoint some other member of the Board to do so, in whom shall be vested, for the time being, all the duties and functions of his office. The President, or in his absence, the Vice-President, or the Director appointed as above provided:

1st. Shall preside over all meetings of the shareholders and Directors, and shall have the casting vote at any meeting of Directors.

2nd. He shall sign, as President, all certificates of shares and all contracts and other instruments of writing which have been first approved by the Board of Directors, give receipts for moneys due or payable by the Government.

3rd. He shall call the Directors together whenever he deems it necessary, and shall have subject to the advice of the Directors, direction of the affairs of the corporation, and generally shall discharge such other duties as may be required of him by the By-laws of the corporation.

The President, or two of the Directors, may call special meetings of the Directors at any time, and notice shall be given of such called meetings by leaving a written or printed notice at the last known place of business or of residence of

each Director. Such service of notice shall be entered on the minutes of the corporation, and the said minutes, upon being read and approved at a subsequent meeting of the Board, shall be conclusive upon the question of service.

ARTICLE X.

SECRETARY.

The Board of Directors shall elect a Secretary.

1st. It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors and of the shareholders.

2nd. He shall keep the corporate seal of the corporation and the book of blank certificates of stock, fill up and counter-sign all certificates issued, and make the corresponding entries in the margin of such book on such issuance.

3rd. He shall keep a proper transfer book, and a stock ledger in debit and credit form, showing the number of shares issued to and transferred by any shareholder, and the dates of such issuance and transfer.

4th. He shall keep proper account books, and discharge such other duties as pertain to his office, and as prescribed by the Board of Directors.

5th. The Secretary shall serve all notices required either by law or by the By-laws of the corporation, and in case of his absence, inability, or refusal or neglect so to do, then such notices may be served by any person thereunto directed by the President or Vice-President, or Director acting as such, of the Company.

ARTICLE XI.

TREASURER.

It shall be the duty of the Treasurer to keep safely all moneys and securities belonging to the Company under the direction of the Board of Directors, give receipts for moneys due to the corporation, and pay out same in all ordinary

business transactions, under the direction of the President, sign with the President, or in his absence, the Vice-President, or Director acting as such, all cheques, promissory notes, or other negotiable documents, and discharge such other duties as the Board may direct from time to time.

ARTICLE XII.

BOOKS AND PAPERS.

The books and such papers as may be placed on file by vote of the shareholders or Directors, shall at all times, in business hours, be subject to the inspection of the Board of Directors and of any shareholder.

ARTICLE XIII.

CERTIFICATES OF SHARES.

Certificates of shares, stock and share warrants, shall be of such form and device as the Board of Directors may direct, and each certificate shall be signed by the President and countersigned by the Secretary and express on its face its number, date of issuance, number of shares for which, and the person to whom it is issued.

The certificate book shall contain a margin on which shall be entered the number, date, number of shares, and the name of the person expressed in the corresponding certificate.

ARTICLE XIV.

TRANSFER OF SHARES.

Shares in the corporation may be transferred at any time by the holders thereof, or by the attorney legally constituted, or by their legal representatives, by endorsement on the certificate of stock. But no transfer shall be valid until the surrender of the certificate, and the acknowledgment of such transfer on the books of the Company.

No surrendered certificate shall be cancelled by the Secretary before a new one is issued in lieu thereof, and the Secretary

shall preserve the certificate so cancelled as a voucher. If, however, a certificate shall be lost or destroyed, the Board of Directors shall order a new certificate issued upon such guarantees by the party claiming the same as they may deem necessary.

ARTICLE XV.

CONVERSION OF SHARES INTO STOCK.

1st. The Directors may, with the sanction of the Company previously given in General Meeting, convert any paid-up shares into stock.

2nd. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which any shares in the capital of the Company may be transferred, or as near thereto as circumstances admit.

3rd. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock; and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company; but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company, shall be conferred by any such aliquot part of the consolidated stock as would not, if existing in shares, have conferred such privileges or advantages.

ARTICLE XVI.

INCREASE IN CAPITAL.

1st. The Directors may, with a special resolution of the Company previously given in the General Meeting, increase its capital by the issue of new shares, such aggregate increase

to be of such amount, and to be divided into shares of such respective amounts, as the Company in General Meeting directs or, if no direction is given, as the Directors think expedient.

2nd. Subject to any direction to the contrary that may be given by the meeting that sanctions the increase of capital, all new shares shall be offered to the members in proportion to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled, and limiting the time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

3rd. Any capital raised by the creation of new shares shall be considered as part of the original capital and shall be subject to the same provisions with reference to the payment of the calls, and the forfeiture of shares on non-payment of calls, or otherwise, as if it had been part of the original capital.

ARTICLE XVII.

GENERAL MEETINGS.

1st. The first General Meeting shall be held at such time, not being more than four months after the registration of the Company, and at such place as the Directors may determine.

2nd. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Company in General Meeting; and if no other time and place is prescribed, a General Meeting shall be held on the first Monday in February in every year, at such place as may be determined by the Directors.

3rd. The above-mentioned General Meeting shall be called ordinary meetings; all other General Meetings shall be called extraordinary.

4th. The Directors may, whenever they think fit, and they shall call upon a requisition made in writing by not less than one-fifth in number of the members of the Company, convene an Extraordinary General Meeting.

5th. Any requisition made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Company.

6th. Upon the receipt of such requisition the Directors shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists, or any other members amounting to the required number, may themselves convene an Extraordinary General Meeting.

7. Seven days' notice at least, specifying the place, the day, and the hour of meeting, and in case of special business, the general nature of such business, shall be given to the members in manner hereafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting; but the non-receipt of such notice by any members shall not invalidate the proceedings at any General Meeting.

8th. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend and the consideration of the accounts, balance sheets and the ordinary report of the Directors.

9th. No business shall be transacted at any General Meeting, except the declaration of a dividend, unless a quorum of members is present, at the time when the meeting proceeds to business; and such quorum shall be ascertained as follows, that is to say:—If the persons who have taken shares in the Company at the time of the meeting do not exceed ten in number, the quorum shall be five; if they exceed ten, there shall be added to the above quorum one for every five addi-

tional members up to fifty, and one for every ten additional members after fifty, with this limitation, that no quorum shall in any case exceed twenty.

10th. If within one hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place; and if at such adjourned meeting a quorum is not present in shall be adjourned *sine die*.

11th. The chairman (if any) of the Board of Directors shall preside as a chairman at every General Meeting of the Company.

12th. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to be chairman.

13th. The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

14th. At any General Meeting, unless a poll is demanded by at least five members, a declaration by the chairman that a resolution has been carried, and entry to that effect in the book of the proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.

15th. If such a poll is demanded by five or more members it shall be taken in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting. In the case of an equality of votes at any General Meeting, the Chairman shall be entitled to a second or casting vote.

ARTICLE XVIII.

VOTING.

Every member, either in person or by proxy, shall be entitled to as many votes as he owns shares in the Company. Such proxy shall be in writing and filed with the President, and may be in the following form, viz:—

I.....of.....in the County of.....
being a member of THE VICTORIA WHARF AND WAREHOUSE
COMPANY, LIMITED, and entitled to.....vote (or.....votes),
hereby appoint.....of.....as my proxy to vote
for me and on my behalf at the General Meeting of the Com-
pany to be held on the.....day of.....and at any
adjournment thereof, or at any meeting of the Company that
may be held in the year

As witness my hand, this.....day of.....

Signed by the said.....in the presence of.....

ARTICLE XIX.

COMPENSATION.

The members of the Board of Directors shall severally receive for their services as such, five dollars for each meeting duly attended, unless otherwise augmented or determined under Article three (3), Sub-section three (3).

The President and other officers and employees shall receive such compensation for their services as the Board of Directors may determine.

ARTICLE XX.

AMENDMENTS.

These Articles may be repealed, altered or amended, or new Articles may be adopted at any General Meeting or at any other meeting called for that purpose by the Directors, by a vote representing at least two-thirds of the subscribed shares.

We the undersigned members of THE VICTORIA WHARF
AND WAREHOUSE COMPANY, LIMITED, do hereby assent to,
and adopt the foregoing Articles of Association.

VICTORIA, B. C.....1898.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Witness to the above signatures:

A WHARF
assent to,

IBERS.